

**BYLAWS
OF
LAKE WASHINGTON IMPROVEMENT ASSOCIATION
OF MEEKER COUNTY INC.**

ARTICLE 1 - NAME AND PURPOSE

Section 1. This corporation shall be known as the “Lake Washington Improvement Association, Inc.” here after referred to as the Association.

Section 2. The Association is a nonprofit corporation.

Section 3. The purposes of the Association are as follows: to be an influence and to assist on any possible discussion, decisions, issues, concerns, and conditions that may affect or pertain to properties on Lake Washington.

ARTICLE II - MEMBERSHIP

Section 1. Membership is open to any individual having an interest in matters, which may affect properties on Lake Washington.

Section 2. Active members are those whose current annual dues are paid. Voting privileges shall be limited to those active members having an interest in property located on Lake Washington or property with lakeshore frontage on Lake Washington or property adjacent to property with lakeshore frontage on Lake Washington. Voting privileges shall be limited to one (1) vote per person with not more than (2) votes per parcel. An officer or director is eligible to hold such position only if he/she is an active member.

ARTICLE III - DUES

Section 1. The dues for all members shall be determined by the Board of Directors.

Section 2. The dues shall be for a period of one year as established by the Board of Directors.

ARTICLE IV - FISCAL YEAR

Section 1. The fiscal year of this corporation shall be May 1 thru April 30 of each year.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of this corporation shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of thirteen (13) voting directors. The terms of the office of the directors shall be three (3) years. Directors shall be active members of the Association.

Section 3. Regular meetings of the Board of Directors shall be set and held as deemed necessary by the Board of Directors with a minimum of two meetings per year. The Board of Directors may provide by resolution, the time and place for such meetings.

Section 4. Meetings of the Board of Directors may also be called by or at the request of the President or any two directors.

Section 5. Notice of any meeting shall be given at least ten (10) day previous thereto by written notice delivered personally or mailed to each director, stating the time and place of such meeting.

Section 6. A total of seven (7) Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if good faith effort is made by an officer to obtain consent in writing from all Board members, setting forth the actions to be taken which result in a written consent being received from at least nine (9) Board members.

Section 9. Any vacancy occurring on the Board of Directors, other than as a result of expirations of a regular term, may be filled by the affirmative vote of a majority of the remaining Board members, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office. Vacancies on the Board created by expiration of regular term shall be filled by election at annual meeting of members.

Section 10. The Chairperson and Vice-chairperson, of the Board of Directors, shall be elected by the Board at the next scheduled Board meeting after the annual meeting.

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer. Two offices may be held by the same person concurrently, but shall not hold both offices of President and Vice-President concurrently. To eligible to hold office, a person must by and active member.

Section 2. The officers of the corporation shall be elected by the Board of Directors at the next scheduled Board meeting after the annual meeting. Each Officer shall hold office until his successor shall be duly elected and shall have qualified. Each term of office is for one (1) year.

Section 3. A vacancy in any office may be filled by the Board of Directors for the un-expired portion of the term.

Section 4. The President shall preside at all meetings of the Association, and shall appoint committees as authorized by these Bylaws; shall be an ex officio member of all committees, and shall carry on those other responsibilities assigned by these Bylaws.

Section 5. The Vice President shall, during the absence or temporary incapacity of the President, perform the duties and have the powers of the President, shall be in charge of all promotion for the betterment of the Association under the direction of the President, and shall perform other duties as requested by the President.

Section 6. The Secretary shall keep all of the Association's and Board of Directors' records, other than financial, including the minutes of all meeting of the corporation; shall keep lists of all committees and their members; and shall send out notices of Association meetings and discharge all of the usual functions of the office as required by these Bylaws, the President, and Board of Directors.

Section 7. The Treasurer shall keep the accounts of the Association and have charge of the funds; shall keep all of the Association funds in a bank account approved by the Board of Directors and in the same name of the Association, subject to the withdrawal by checks signed by either the President or Treasurer; shall disburse the funds of the corporation under the direction of the Board of Directors; and shall receive all applications and maintain a roster of membership. A Treasurer's report shall be prepared for each Board of Directors' meeting and an annual report shall be prepared and submitted at the annual membership meeting.

ARTICLE VII - COMMITTEES

Section 1. The Board of Directors may create standing committees as deemed necessary by the Board of Directors.

ARTICLE VIII - MEETINGS

Section 1. The annual membership meeting of the Association shall be held on the first Saturday in May of each year. The actual time and place shall be determined by the resolution of the Board of Directors.

Section 2. Special meetings of the membership may be called by majority of the members of the Board of Directors or by the President by giving at least ten (10) days written notice of the time, place, and purpose of such special meeting.

Section 3. Votes shall pass or fail based on a majority of those active members present who are eligible to vote.

ARTICLE IX - AMENDMENTS

Section 1. The Articles of Incorporation and these Bylaws may be altered, amended or repealed and New Articles or Bylaws adopted by simple majority of those votes cast at any annual or special meeting of the membership.

ARTICLE X - DISSOLUTION

Section 1. In the event that this Association disbands or dissolves, all assets shall be disbursed to nonprofit organizations as directed by the Board of Directors.

These Bylaws were amended by a majority of the active members present at a meeting held May 1, 1993.

Donna Kirscht, Secretary